

JUL 16 '97

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**HELM**  
**FINANCIAL CORPORATION**

One Embarcadero Center • San Francisco, CA 94111

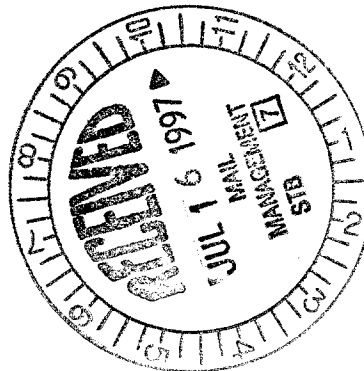
415/398-4510

FAX 415/398-4816

VIA AIR COURIER

July 15, 1997

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001



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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Full Maintenance Lease Agreement dated as of June 13, 1997 ("**Memorandum of Lease**") between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Strata Corporation 728 Red Dot Place P.O. Box 13500 Grand Forks, ND 58208-3500

The equipment involved in this transaction is as follows:

Equipment:	Seventy-three (73) open top hopper railcars, as more fully described in <u>Schedule A</u> to the Memorandum of Lease.
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Please file this agreement as a primary document. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,

*P/Hapin*

Patrick Hapin  
Document Administrator

/ph  
Enclosures (2)

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**MEMORANDUM OF  
FULL MAINTENANCE LEASE AGREEMENT**

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is made as of June 13, 1997 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of June 13, 1997 ("Lease") between **HELM FINANCIAL CORPORATION**, a California corporation ("Lessor"), and **STRATA CORPORATION**, a North Dakota corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

**LESSOR****HELM FINANCIAL CORPORATION**By: 

Print Name: Richard C. Kirchner

Its: President

**LESSEE****STRATA CORPORATION**By: 

Print Name: James R. Bradshaw

Its: President

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# SCHEDULE A

## TO THE MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT

### THE UNITS

#### Equipment Description:

Seventy-three (73), 3350 c.f.c. open top hopper railcars with 4-pockets, 100-ton roller bearing trucks, steel-bodied, bottom drop, wine doors with spreader bars. Built by Bethlehem Steel Corporation in 1976.

	OLD	OLD	NEW	NEW		OLD	OLD	NEW	NEW		OLD	OLD	NEW	NEW
	INITIAL	NUMBER	INITIAL	NUMBER		INITIAL	NUMBER	INITIAL	NUMBER		INITIAL	NUMBER	INITIAL	NUMBER
1	HLMX	1600	HLMX	1600	32	WC	57352	AKMX	18013	63	WC	343361	HLMX	18364
2	HLMX	16301	HLMX	16301	33	WC	57454	AKMX	18020	64	WC	343364	HLMX	18367
3	HLMX	16318	HLMX	16318	34	WC	57518	AKMX	18025	65	WC	343367	HLMX	18369
4	HLMX	16328	HLMX	16328	35	WC	57537	AKMX	18026	66	WC	343371	HLMX	18373
5	HLMX	33005	HLMX	33005	36	WC	57572	AKMX	18028	67	WC	343385	HLMX	18382
6	HLMX	33034	HLMX	33034	37	WC	57594	AKMX	18029	68	WC	343392	HLMX	18386
7	HLMX	33053	HLMX	33053	38	WC	57717	AKMX	18042	69	WC	343393	HLMX	18387
8	HLMX	33062	HLMX	33062	39	WC	342883	AKMX	18058	70	WC	343419	HLMX	18404
9	HLMX	87652	HLMX	87652	40	WC	342885	AKMX	18059	71	WC	343426	HLMX	18409
10	HLMX	87678	HLMX	87678	41	WC	342900	AKMX	18069	72	WC	343451	HLMX	18424
11	HLMX	87687	HLMX	87687	42	WC	342904	AKMX	18071	73	WC	343453	HLMX	18426
12	HLMX	87734	HLMX	87734	43	WC	342915	AKMX	18080					
13	HLMX	87770	HLMX	87770	44	WC	342934	AKMX	18089					
14	HLMX	87790	HLMX	87790	45	WC	342962	AKMX	18108					
15	HLMX	540530	HLMX	540530	46	WC	343012	AKMX	18142					
16	HMJX	17100	HMJX	17100	47	WC	343069	AKMX	18182					
17	HMJX	17105	HMJX	17105	48	WC	343071	AKMX	18183					
18	HMJX	17110	HMJX	17110	49	WC	343072	AKMX	18184					
19	HMJX	17115	HMJX	17115	50	WC	343086	AKMX	18193					
20	HMJX	17124	HMJX	17124	51	WC	343114	HLMX	18211					
21	HMJX	17126	HMJX	17126	52	WC	343158	HLMX	18244					
22	HMJX	17130	HMJX	17130	53	WC	343212	HLMX	18277					
23	HMJX	17134	HMJX	17134	54	WC	343237	HLMX	18290					
24	HMJX	17145	HMJX	17145	55	WC	343241	HLMX	18292					
25	HMJX	17147	HMJX	17147	56	WC	343263	HLMX	18308					
26	HMJX	17151	HMJX	17151	57	WC	343300	HLMX	18329					
27	HMJX	17154	HMJX	17154	58	WC	343306	HLMX	18333					
28	HMJX	17156	HMJX	17156	59	WC	343323	HLMX	18342					
29	HMJX	17168	HMJX	17168	60	WC	343338	HLMX	18352					
30	HMJX	17179	HMJX	17179	61	WC	343344	HLMX	18355					
31	WC	57307	AKMX	18008	62	WC	343352	HLMX	18358					

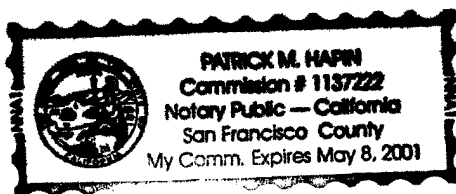
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STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On June 27, 1997, before me, Patrick M. Hapin - Notary Public, personally appeared Richard C. Kirchner, President of HELM FINANCIAL CORPORATION,

✓ personally known to me -OR-

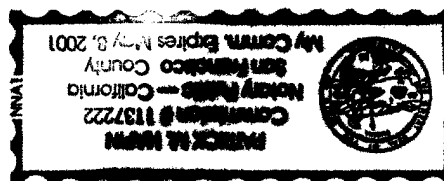
— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Patrick M. Hapin  
SIGNATURE OF THE NOTARY

[Notarial Seal]



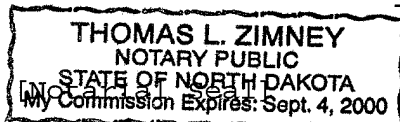
STATE OF North Dakota )  
 ) S.S.  
COUNTY OF Grand Forks )

On June 18, 1997, before me, Thomas L. Zimney, personally appeared James R. Bradshaw, President of STRATA CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



Thomas L. Zimney  
SIGNATURE OF THE NOTARY

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